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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	)	
	)	
EASY STREET HOLDING, LLC, <i>et. al.</i>	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
Debtors	)	09-29907 and 09-29908
	)	
Address: 201 Heber Avenue	)	Chapter 11
Park City, UT 84060	)	
	)	Honorable R. Kimball Mosier
Tax ID Numbers:	)	
35-2183713 (Easy Street Holding, LLC),	)	
20-4502979 (Easy Street Partners, LLC), and	)	
84-1685764 (Easy Street Mezzanine, LLC)	)	
	)	

**EASY STREET PARTNERS, LLC'S (A) SECOND OMNIBUS OBJECTION TO THE  
CLAIMS OF THE HOMEOWNERS AND (B) MOTION TO TEMPORARILY ALLOW  
THE HOMEOWNERS' CLAIMS IN A REDUCED AMOUNT SOLELY FOR VOTING  
PURPOSES ONLY**

**THIS OBJECTION AND MOTION SEEKS TO TEMPORARILY ALLOW THE HOMEOWNERS'  
CLAIMS IN A REDUCED AMOUNT FOR VOTING PURPOSES ONLY. CLAIMANTS RECEIVING  
THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON EXHIBIT A ATTACHED  
HERETO, WHICH LISTS HOMEOWNERS WHO HAVE FILED CLAIMS ALPHABETICALLY.**

Easy Street Partners, LLC (“Partners”), a debtor and debtor in possession in the above captioned cases, (a) objects under section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3007-1 to the claims listed on the attached Exhibits A and (b) seeks to temporarily allow these claims in the reduced amount of \$4,500 for voting purposes only (the “Objection”). In support of this Objection, Partners respectfully represents as follows:

### **Background**

1. On September 14, 2009 (the “Petition Date”), Partners, Easy Street Mezzanine, LLC and Easy Street Holding, LLC (collectively, the “Debtors”) each filed a voluntary petition in this Court under chapter 11 of title 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their property as debtors-in-possession.

2. Partners’ business is the owning and operating the Sky Lodge Hotel (the “Sky Lodge”). The Sky Lodge is a luxury boutique hotel located in the middle of historic Main Street in Old Town Park City. The Sky Lodge is being sold as fractional ownership with a total of 176 one-eighth shares offered, of which 113 have been sold and 63 remain to be sold.

3. On October 2, 2009, the Office of the United States Trustee appointed an official committee of unsecured creditors to serve in these cases pursuant to Bankruptcy Code sections 1102 and 1103.

4. The deadline to file proofs of claim by all claimants (other than governmental units) was January 6, 2010 at 4:00 p.m. (the “Bar Date”).

5. This Court has jurisdiction to consider this matter under 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U. S. C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory predicates for the relief requested are sections 502 of the Bankruptcy Code and Bankruptcy Rule 3007.

### **Jacobsen Litigation**

7. Jacobsen National Group, Inc. (“Jacobsen”) was employed by Partners as the general contractor by contract dated March 20, 2006 (the “Construction Contract”) to construct the Sky Lodge and related site improvements and outbuildings. Construction commenced on or about May 28, 2006 and was generally completed on approximately December 18, 2008. Jacobsen asserts that it and its subcontractors have completed their work under the Construction Contract and are owed \$1,382,127.18 (exclusive of interest and costs).

8. Because it was not paid in full for its work under the Construction Contract, on or about March 17, 2009, Jacobsen recorded with the Summit County Recorder a notice of mechanic’s lien against the Sky Lodge and related property. On or about September 4, 2009, Jacobsen commenced a civil action in the Third Judicial District Court for Summit County, State of Utah, to enforce its mechanic’s lien. Named as defendants were Partners, Equity Title Insurance Agency, Inc., which acted as escrow agent on many or most of the sales of units, and owners of the fractional units which have been sold to third parties (the “Third Party Units”). Perry Olson Drywall also recorded with the Summit County Recorder a notice of mechanic’s lien against the Sky Lodge and related property and, on or about September 25, 2009, and commenced a civil court action in the Third Judicial District Court

for Summit County, State of Utah, to enforce its mechanic's lien.<sup>1</sup> These actions are stayed pursuant to section 362(a) of the Bankruptcy Code as to Partners. Jacobsen asserts that its mechanic's lien is a first priority lien on the Third Party Units.

9. Under Article 5.2 of the Amended Plan of Reorganization of Easy Street Partners, LLC dated April 18, 2010 (the "Plan"), on the Effective Date, Jacobsen will be paid \$1,330,000 (the "Settlement Amount") and all liens filed by Jacobsen and its subcontractors against the Third Party Units, the Property, and Partners will be satisfied and released and all litigation commenced to enforce those liens will be dismissed with prejudice.

10. Jacobsen has agreed to (i) pay all subcontractors from the Settlement Amount and (ii) cause all claims and litigation with respect to the Third Party Units to be released, satisfied, and dismissed with prejudice.

11. Moreover, under the Plan, under any circumstance, if (i) the owner of any particular Third Party Unit pays Jacobsen \$4,500 for its release, or (ii) the Reorganized Debtor pays same, the Third Party Unit will be released from the Jacobsen lien and from any lien held by any subcontractor.

#### **General Overview of Homeowners' Claims**

12. One hundred and four (104) of the owners of these Third Party Units (collectively, the "Homeowners") filed proofs of claim in the amount of the purchase price that each Homeowner paid for their particular Third Party Unit. The aggregate amount of the claims of the Homeowners (the "Homeowner Claims"), which were all listed as "unliquidated,

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<sup>1</sup> Perry Olson Drywall is a Jacobsen subcontractor and will be paid by Jacobsen from the \$1,330,000 being paid pursuant to Article 5.2 of the Plan (as hereinafter defined).

estimated,” totaled \$474,223,859. This number is entirely skewed, however, by one of these Homeowners, which filed a proof of claim in the amount of “\$435,606,000.” Partners assumes that this represents a typographical error and that this Homeowner Claim was inadvertently filed in the wrong amount and was meant to have been filed in the amount of \$435,660. In that event, the aggregate amount of Homeowner Claims would total approximately \$39,053,465.

13. The Homeowners assert a claim against Partners for alleged breaches of warranties and covenants of and relating to title to their respective Third Party Units made in connection with the purchase and sale of such Third Party Units, and thus Partners may be liable to them in the event Jacobsen forecloses upon their Third Party Units.

#### **Relief Requested**

14. By this Objection, Partners (a) objects to the Homeowner Claims listed on Exhibit A on the ground that Partners is not liable to the Homeowners with respect to the Homeowner Claims, and even it was liable, the total amount of the potential liability would be no more than \$4,500 per Third Party Unit, which represents the maximum allocable amount of the liens filed by Jacobsen against the Third Party Units, and (b) seeks the entry of an order to temporarily allow the Homeowner Claims in the reduced amount of \$4,500 per Homeowner Claim for voting purposes only.

#### **Basis For Relief**

15. In the ordinary course of business, Partners maintains books and records (“Books and Records”) that reflect, among other things, Partners’ liabilities and the amounts owed to their creditors. Partners and its advisors are conducting a review of the proofs of claim filed and are comparing them with Partners’ Books and Records to determine the validity of the claims against

Partners. In the process, Partners has identified a number of proofs of claim that are objectionable, as described below.

A. The Homeowner Claims

16. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

17. Partners has compared its Books and Records with the Homeowner Claims identified on Exhibit A and has determined that Partners’ Books and Records reflect that no amount is due to the Homeowners from Partners. Even if the Homeowners had a claim against Partners based on Jacobsen’s lien on the Third Party Units, the aggregate value of any such claim should not exceed \$1.5 million in the aggregate for all the Homeowners, which is being paid and satisfied under the Plan in the reduced agreed upon amount of \$1,330,000.

18. Although this Objection to the Homeowner Claims would otherwise prevent the Homeowners from voting their alleged claims with respect to the Plan (unless they obtained an Order of the Court temporarily allowing their claims in some amount), to avoid needless litigation and undue expense, Partners has agreed with counsel to the Homeowners<sup>2</sup> to seek to temporarily allow the Homeowner Claims in the reduced amount of \$4,500 for voting purposes only and not to determine liability in connection with the Homeowner Claims.

B. The Law Permits The Temporary Allowance of Claims

19. To be entitled to vote for or against a proposed plan of reorganization, a creditor must hold an allowed claim or interest. 11 U.S.C. § 1126. Bankruptcy Rule 3018(a), however,

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<sup>2</sup> This agreement was announced on the record of the February 18, 2010 hearing to approve the Amended Disclosure Statement by counsel to Partners and the Homeowners.

provides a mechanism to enable creditors to vote to accept or reject a debtor's plan, absent an allowed claim:

Notwithstanding objection to a claim or interest, the court after notice and a hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.

Fed. R. Bankr. P. 3018(a).

20. Moreover, under section 502(c) of the Bankruptcy Code, a court shall estimate “any contingent or unliquidated claim, the fixing of which, as the case may be, would unduly delay the administration of the case.” *In re Ralph Lauren Womenswear, Inc.*, 197 B.R. 771, 775 (Bankr. S.D.N.Y. 1996).

C. Standard for Claim Estimation

21. When temporarily allowing a claim for voting purposes under Fed. R. Bankr. P. 3018(a), the Court must place a dollar amount on the claim. *In re TransAmerican Natural Gas Corp.*, 79 B.R. 663, 666 (Bankr. S.D. Tex. 1987). However, because neither the Bankruptcy Code nor the Bankruptcy Rules prescribe any method for estimating a claim, courts have developed a flexible standard under which they employ whatever method is best suited to the circumstances of the case. *Id.*

22. Under this standard, valuation of a claim for temporary allowance does not necessarily require a lengthy proceeding, but merely a determination by the court of a claim amount it “deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018 (a). As explained by one court, this is a fundamental difference between adjudication and estimation:

A trier of fact first determines which version [of the facts] is most probable and proceeds from there to determine an award in a fixed

amount. As estimator of claims must take into account the likelihood that each party's version might or might not be accepted by trier of fact. The estimated value of a claim is then the amount of the claim diminished by [the] probability that it may be sustainable only in part or not at all.

*In re Ralph Lauren Womenswear*, 197 B.R. at 775 (quotation omitted).

23. Based on the above, notwithstanding that Partners believes that it is not liable to the Homeowners and the allocable portion of the liens asserted by Jacobsen attach to both the commercial property and the units still owned by Partners, as well as the Third Party Units, Partners submits that \$4,500 is a fair estimate of the value of each of the Homeowner Claims listed on Exhibit A for voting purposes.

#### **Reservation of Rights**

24. Partners expressly reserves the right to amend, modify, or supplement the objections asserted herein and to file additional objections to the proofs of claim or any other claims (filed or not) which may be asserted against the Debtors. Should one or more of the grounds of objections stated in this Objection be dismissed, Partners reserves the right to (i) object on any other grounds and (ii) seek further reduction of any homeowner Claim to the extent such claim has been paid or there is no longer a lien against the Third Party Units.



WHEREFORE Partners respectfully requests entry of an order granting the relief requested herein and such other and further relief as is just.

DATED this 1<sup>st</sup> day of March, 2010

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**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing Easy Street Partners, LLC's (A) Second Omnibus Objection to the Claims of the Homeowners and (B) Motion to Temporarily Allow the Homeowners' Claims in a Reduced Amount For Voting Purposes Only was served this 1<sup>st</sup> of March, 2010, via ECF Notification and/or first-class mail, postage prepaid, on those parties listed on the attached page(s).

/s/ Kristin Hughes

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Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Elizabeth Rad  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Charles and Vicki P. Raeburn  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Angela Rayner  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Steve Reich  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Steve Reich, Scott Coleman  
& Ashely Coleman  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Eric and Susan Rothchild  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

The Shoaf Family Trust January 16,  
2002  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Matthew & Terry L Sidford  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Charles H. and Andrea E Silverman  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Robert Keith Simons  
Lynn Kay Simons  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Skyboozers LLC  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Philo M Smith Jr. Trust  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Amer and Yvette Soudani  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

David L & Louise A. Stark  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

The Mark and Joann Tattersall Trust  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

TCF Holdings c/o Fred Mommot  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Tenderfoot Holdings LLC  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

C & G Velasquez Family Trust  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Stephen P. and Barbara Vermut  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Graham Wagner and Kati Irwin  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Jim & Robin Whitney  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Teresa Martha Wiss Trust  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Francine Wynn  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Kenneth Yonemura and  
Grace Noda-Yonemura  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Phillip Yuan and Ruth Yuan  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

Anthony Zingale and  
Teresa Meno Zingale  
c/o Robert J Dale and Bradley L. Tilt  
Fabian & Clendenin  
215 South State Street Suite 1200  
Salt Lake City, UT 84111

### EXHIBIT A

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
W. Brian Ahern c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	108	414,858.00	\$4,500.00
Albert and Roxann Albiani c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	66	280,006.00	\$4,500.00
Gilbert Alder and Jeanette Alder c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	38	491,871.00	\$4,500.00
Stephen Allis c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	95	425,679.00	\$4,500.00
Brian D Althaver c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	82	248,873.00	\$4,500.00
Jonathan and Joanne Ames c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	111	447,570.00	\$4,500.00
Allan & Amy Anderson c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	87	290,370.00	\$4,500.00



<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
James Barickman and Marianne Barickman c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	46	483,234.00	\$4,500.00
Peter Blythe c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	131	307,989.00	\$4,500.00
Thomas S Bradley c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	62	349,900.00	\$4,500.00
Lisa A Bugaski Trustee c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	138	414,858.00	\$4,500.00
Josh Butsch c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	61	342,240.00	\$4,500.00
The Barbara A Casale Revocable Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	90	414,858.00	\$4,500.00
The Richard C Casale Revocable c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	89	414,858.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Amy Casey c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	45	394,465.00	\$4,500.00
Castillo Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	53	229,900.00	\$4,500.00
Chang Family Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	51	486,505.00	\$4,500.00
Nelson Coats c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	54	466,739.00	\$4,500.00
Jonathan Barrett Connor Marie Connor c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	72	200,700.00	\$4,500.00
Corrado Properties c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	122	445,980.00	\$4,500.00
Phillip A Davidson and Ruth Minzer Davidson c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	41	466,728.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Kenneth A and Marcie B Davis c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	101	326,679.00	\$4,500.00
Michael Scott Davis c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	71	280,006.00	\$4,500.00
Kristen M Dickey, Susan Dickey and Penny Bradley c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	63	349,900.00	\$4,500.00
Robert A & Bianka M Diorio c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	79	238,499.00	\$4,500.00
James I Duffield and Suzanne Duffield c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	42	385,226.00	\$4,500.00
Linda Marie Eide Residuary Family Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	75	451,765.00	\$4,500.00
Stephen Elrick c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	96	326,689.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
William S. Escudier c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	114	290,370.00	\$4,500.00
Fabian & Clendenin Attn: Robert J Dale and Bradley L. Tilt 215 South State Street Suite 1200 Salt Lake City, UT 84111	115	440,000.00	\$4,500.00
Michael A. Feder c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	107	326,689.00	\$4,500.00
Diana Ferguson c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	44	373,362.00	\$4,500.00
Janis Jean Ferraris and Deborah Jean Depaoli c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	40	474,038.00	\$4,500.00
Joshua Fick c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	73	280,006.00	\$4,500.00
Stephen N Finberg c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	94	427,706.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Dena A Fleming & Steve Chin c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	98	402,678.00	\$4,500.00
William A & Constance Fletcher Hindle c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	97	448,078.00	\$4,500.00
Ruben Flores c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	52	466,739.00	\$4,500.00
George Frederick John Hill II and Ruth Hill c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	68	353,997.00	\$4,500.00
Curtis K Gardner & Patricia Gardner c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	58	369,607.00	\$4,500.00
Andrew C Gilligan Jr. Karen L Gilligan c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	136	466,230.00	\$4,500.00
Mark T Greenquist c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	106	445,980.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Marcia L Griffiths c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	64	177,303.00	\$4,500.00
Merrick L and Rosa S Gross c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	70	280,006.00	\$4,500.00
Craig Guernsey & Ann M. Guernsey c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	135	280,006.00	\$4,500.00
Suzanne Harris c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	78	238,449.00	\$4,500.00
Suzanne Harris c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	80	238,499.00	\$4,500.00
Dane C Hillyard c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	56	1,400,000.00	\$4,500.00
John Michael Hojel Jr. Veronica Hojel c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	67	195,976.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Hop To It Living Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	123	238,499.00	\$4,500.00
Brooks Hoven and Brenda Schmid c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	60	321,492.00	\$4,500.00
Darren T Kavinsky and Alona Kavinsky c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	49	456,354.00	\$4,500.00
John P. Kelly and Melissa B Kelly c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	121	467,919.00	\$4,500.00
Mark C Kramer Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	124	217,751.00	\$4,500.00
Rishi & Ashima Kumar c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	92	466,355.00	\$4,500.00
Steve Lafredo c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	99	414,858.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Brian and Teri Laidlaw c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	65	364,114.00	\$4,500.00
Janet & William Lamkin c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	59	425,232.00	\$4,500.00
Robert Lamkin and Ray Bidenhost c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	55	1,120,190.00	\$4,500.00
William Lamkin and Janet W Lamkin c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	39	850,464.00	\$4,500.00
Levine Holdings LLC c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	112	342,240.00	\$4,500.00
Mark Litchfield and Kristin Rotter c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	50	477,202.00	\$4,500.00
Lovejoy Sky Lodge c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	93	404,582.00	\$4,500.00



<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Larry L Lozensky c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	105	446,055.00	\$4,500.00
James A Lundin c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	43	352,614.00	\$4,500.00
Kevin McCarthy c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	81	247,275.00	\$4,500.00
Tracy McCarthy c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	130	303,412.00	\$4,500.00
Clint McClellan c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	74	217,751.00	\$4,500.00
John E McIlwaine c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	133	242,659.00	\$4,500.00
Claudia McMullin Timothy Douglas c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	83	252,826.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Joshua A Mettle c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	47	414,858.00	\$4,500.00
Thomas and Julie B Millar c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	103	432,808.00	\$4,500.00
Daniel S Miller DDS c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	88	373,262.00	\$4,500.00
Robert A. Miller c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	100	326,679.00	\$4,500.00
Frederic Monnot c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	77	412,193.00	\$4,500.00
Daniel H Payne and Vanessa I Payne c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	116	343,880.00	\$4,500.00
Donald E Porteous c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	109	434,934.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Elizabeth Rad c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	76	228,125.00	\$4,500.00
Charles and Vicki P. Raeburn c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	110	414,858.00	\$4,500.00
Angela Rayner c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	48	414,858.00	\$4,500.00
Steve Reich c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	137	280,006.00	\$4,500.00
Steve Reich, Scott Coleman & Ashely Coleman c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	119	280,006.00	\$4,500.00
Eric and Susan Rothchild c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	125	299,018.00	\$4,500.00
The Shoaf Family Trust January 16, 2002 c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	120	195,976.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Matthew & Terry L Sidford c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	84	257,582.00	\$4,500.00
Charles H. and Andrea E Silverman c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	126	269,621.00	\$4,500.00
Robert Keith Simons Lynn Kay Simons c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	91	435,606,000.00	\$4,500.00
Skyboozers LLC c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	113	228,125.00	\$4,500.00
Philo M Smith Jr. Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	134	290,370.00	\$4,500.00
Amer and Yvette Soudani c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	102	499,900.00	\$4,500.00
David L & Louise A. Stark c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	85	260,000.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
The Mark and Joann Tattersall Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	117	499,900.00	\$4,500.00
TCF Holdings c/o Fred Mommot c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	37	405,404.00	\$4,500.00
Tenderfoot Holdings LLC c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	127	330,000.00	\$4,500.00
C & G Velasquez Family Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	139	414,858.00	\$4,500.00
Stephen P. and Barbara Vermut c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	104	488,821.00	\$4,500.00
Graham Wagner and Kati Irwin c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	132	269,621.00	\$4,500.00
Jim & Robin Whitney c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	69	195,976.00	\$4,500.00

<b><u>Names &amp; Address</u></b>	<b><u>Proof of Claim No.</u></b>	<b><u>Amount of Claim</u></b>	<b><u>Amount of Claim for Voting Purposes Only</u></b>
Teresa Martha Wiss Trust c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	129	304,028.00	\$4,500.00
Francine Wynn c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	128	309,332.00	\$4,500.00
Kenneth Yonemura and Grace Noda-Yonemura c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	118	390,146.00	\$4,500.00
Phillip Yuan and Ruth Yuan c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	36	405,404.00	\$4,500.00
Anthony Zingale and Teresa Meno Zingale c/o Robert J Dale and Bradley L. Tilt Fabian & Clendenin 215 South State Street Suite 1200 Salt Lake City, UT 84111	57	264,432.00	\$4,500.00

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